

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

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In re: PROMESA
THE FINANCIAL OVERSIGHT AND Title III
MANAGEMENT BOARD FOR PUERTO RICO, No. 17 BK 3283-LTS
as representative of (Jointly Administered)
THE COMMONWEALTH OF PUERTO RICO, *et al.*

Debtors.¹

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In re: PROMESA
THE FINANCIAL OVERSIGHT AND Title III
MANAGEMENT BOARD FOR PUERTO RICO, No. 17 BK 3566-LTS
as representative of (Jointly Administered)

THE EMPLOYEES RETIREMENT SYSTEM OF THE
GOVERNMENT OF THE COMMONWEALTH OF
PUERTO RICO,

Debtors.

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**CONSENT URGENT MOTION OF CLAIMANTS FOR LEAVE
TO EXCEED PAGE LIMIT FOR BRIEF IN OPPOSITION TO MOTIONS TO
DISMISS PROOFS OF CLAIM AND ADMINISTRATIVE EXPENSE MOTIONS**

¹ The Debtors in these Title III cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (the "Commonwealth") (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19 BK 5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

To the Honorable United States District Court Judge Laura Taylor Swain:

Certain groups of beneficial holders of bonds issued by the Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) represented by Jones Day and White & Case LLP (the “ERS Bondholder Groups”), and The Bank of New York Mellon, as Fiscal Agent for the ERS bonds (the “Fiscal Agent” and, together with the ERS Bondholder Groups, the “Claimants”) hereby respectfully submit this *Consent Urgent Motion of Claimants for Leave to Exceed Page Limit for Brief in Opposition to Motions to Dismiss Proofs of Claim and Administrative Expense Motions* (the “Urgent Motion”). By this Urgent Motion, Claimants seek entry of an order, substantially in the form of Exhibit A, granting Claimants leave to file a joint brief of up to 115 pages in opposition to the motions to dismiss and related filings submitted by the Financial Oversight Management Board for Puerto Rico (“Oversight Board”), the Puerto Rico Fiscal Agency and Financial Advisory Authority (“AAFAF”), the Official Committee of Retired Employees of the Commonwealth of Puerto Rico (the “Retiree Committee”), and the Official Committee of Unsecured Creditors (“Creditors Committee,” and, together with the Oversight Board, AAFAF, and the Retiree Committee, the “Objectors”). In support of this Urgent Motion, the Parties respectfully state as follows:

JURISDICTION AND VENUE

1. The Court has subject matter jurisdiction pursuant to PROMESA §§ 106(a) and 306(a)(2) because this contested matter arises under PROMESA Title III and is related to the Title III cases of the Commonwealth and ERS.
2. Venue is appropriate in this District pursuant to PROMESA §§ 106(a) and 307, and 28 U.S.C. § 1391.

BACKGROUND

3. Paragraph I.E of the *Twelfth Amended Notice, Case Management and Administrative Procedures* provides that “[u]nless prior permission has been granted . . . memoranda of law in support of motions or Objections are limited to thirty-five (35) pages . . .” ECF 13383 in Case No. 17-3283, at ¶ 1.E (“Case Management Procedures”).

4. On March 18, 2020, the Court entered an order establishing a schedule for litigation regarding proofs of claim and motions for allowance of administrative expense claims submitted by Claimants. ECF 12446 in Case No. 17-3283 (as amended by ECF 12901 in Case No. 17-3283) (the “Scheduling Order”). Among other things, the Scheduling Order established a briefing schedule for motions to dismiss that were expected to be filed by the Objectors. Pursuant to this schedule (as subsequently amended), any such motions to dismiss were due on May 6, 2020, and Claimants’ opposition briefs are due on June 17, 2020.

5. On May 5, 2020, the Oversight Board filed an urgent motion (with Claimants’ consent) seeking leave to exceed the 35-page limit contained in the Case Management Procedures and to file a motion to dismiss of up to 90 pages in length. ECF No. 13036 in Case No. 17-3283. On May 6, 2020, the Court granted the Oversight Board’s urgent motion. ECF No. 13043 in Case No. 17-3283.

6. Subsequently on May 6, 2020, the Oversight Board and the Retiree Committee each filed motions to dismiss Claimants’ proofs of claim and administrative expense motions, ECF Nos. 13054 and 13056 in Case No. 17-3283; AAFAF filed a statement in support of the motions to dismiss, ECF No. 13058 in Case No. 17-3283; and the Creditors Committee filed a joinder to the motions to dismiss, ECF No. 13059 in Case No. 17-3283 (collectively, the “Motions to Dismiss”).

7. The Motions to Dismiss total over 125 pages, and raise dozens of arguments for dismissal of the various legal theories and bases for Claimants' claims. Responding to the motions to dismiss requires Claimants both to address several overarching legal issues and to address many particularized arguments regarding the specific legal theories supporting Claimants' claims.

8. Although each of the members of the ERS Bondholder Groups and the Fiscal Agent could file an individual response to the Motions to Dismiss, the ERS Bondholder Groups and the Fiscal Agent have collaborated to produce a joint omnibus opposition brief from all Claimants.

9. Claimants have been working diligently to ensure that the opposition brief is as concise as possible. However, given the volume of the filings in the Motions to Dismiss and the number of issues at stake, Claimants require leave to exceed the 35 page limit set forth in the Case Management Procedures and to file a brief commensurate with the collective length of the Motions to Dismiss.

RELIEF REQUESTED

10. Claimants therefore respectfully request leave to exceed the 35 page limit set by the Case Management Procedures, and to file a joint opposition brief of not more than 115 pages (excluding the cover page, table of contents, table of authorities, signature pages, exhibits, and certificate of service).

11. Claimants have conferred with counsel for the Objectors, and all consent to the relief sought herein.

CERTIFICATION

12. Pursuant to Section I.H of the Case Management Procedures, undersigned counsel certifies that it engaged in reasonable, good faith communication with counsel to parties that may object. As required by Local Bankruptcy Rule 9013-1(a)(2), the undersigned counsel certify that

counsel has carefully examined the matter and concluded that there is a true need for expedited consideration of the Urgent Motion, and that the undersigned counsel have not created the urgency through lack of due diligence on their part.

13. The Objectors consent to the relief sought by this Urgent Motion.

NO PRIOR REQUEST

14. No prior request for the relief sought herein has been made to this or any other court.

In San Juan, Puerto Rico, today June 15, 2020.

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